

FAIRSON HOLDINGS LIMITED
鉦皓控股有限公司

TERMS OF REFERENCE FOR THE
AUDIT COMMITTEE
審核委員會職權範圍書

(adopted on 29 March 2012)
(於 2012 年 3 月 29 日採納)

Constitution

組織

1. The board of directors (the “**Board**”) of Fairson Holdings Limited (the “**Company**”) hereby resolves to establish an audit committee of the Board (the “**Audit Committee**”). The constitution of the Audit Committee shall comply with the requirements of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.

鉦皓控股有限公司（「**本公司**」）董事會（「**董事會**」）現議決於董事會轄下成立一個審核委員會（「**審核委員會**」）。審核委員會的組成必須遵守香港聯合交易所有限公司（「**聯交所**」）不時的創業板證券上市規則（「**《創業板上市規則》**」）的要求。

Membership

成員

2. The members of the Audit Committee shall be at any time appointed or removed by the Board from amongst the non-executive directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members, one of whom should be an independent non-executive director.

R.5.28

審核委員會成員可由董事會不時從本公司的非執行董事中委任或罷免。審核委員會最少須由三名成員組成，其中大部分應為獨立非執行董事。審核委員會的法定人數為兩人，其中一人應為獨立非執行董事。

3. At least one of the members is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules.

最少一名委員為具備《創業板上市規則》第 5.05(2) 條所述之適當的專業資格，或具備適當的會計或相關的財務管理專長之獨立非執行董事。

4. A former partner of the Company’s existing auditing firm should be prohibited from acting as a member of the Audit Committee for a period of 1 year from the date of his ceasing (whichever is later) :

App.15
C.3.2

現時負責審計本公司賬目的核數公司的前任合夥人在以下日期（以日期較後者為準）起計一年內，不得擔任本公司審核委員會的成員：

- (a) to be a partner of the firm; or
他終止成為該公司合夥人的日期；或
- (b) to have any financial interest in the firm.
他不再享有該公司財務利益的日期。

5. The chairman of the Audit Committee shall be appointed by the Board and should be an independent non-executive director.
審核委員會主席須由董事會委任，並且應為獨立非執行董事。

Attendance at meetings

出席會議

6. Unless otherwise agreed by all the members of the Audit Committee, a meeting (the “**Meeting**”) of the Audit Committee shall be called by at least fourteen (14) days’ notice. A member may and, on the request of a member, the secretary shall, at any time summon a Meeting. Notice shall be given to each member, at least fourteen (14) days before the date of the meeting orally in person or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such member or in such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing. Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members for the purposes of the Meeting.

除非審核委員會全體成員同意，審核委員會會議（「會議」）的召集至少需要 14 天通知。成員可以，及秘書應該根據成員的要求，於任何時間召開會議。向各成員發出的會議通知應該於會議召開之前至少 14 天通過親身口頭傳遞、或者以書面、電話、電傳、電報、傳真的形式傳達至該名成員不時向秘書通知的電話號碼、或傳真號碼、地址，或成員可能不時決定之其他通訊方式。任何以口頭發出的通知應該以書面形式確認。會議通知應該註明會議舉行的時間和地點，並應附上議程及其他可能需要成員在會議上考慮的文件。

7. Attendees shall normally include Audit Committee’s members, the Finance Director, the Head of Internal Audit (where an internal audit function exists), a representative of the external auditors and those with meaningful input to the Audit Committee’s activities. However, at least once a year the Audit Committee shall meet with the external and internal auditors (if any) without executive Board members present.

出席人員一般包括審核委員會成員、財務總監、內部核數部門主管（如公司設有內部核數部門）、外聘核數師的代表及對審核委員會的事宜投入有意義工作的人士。然而，審核委員會應每年最少一次在董事會執行董事避席的情況下，與外聘核數師及內部核數師（如有）舉行會議。

8. Members of the Audit Committee may attend meetings of the Audit Committee either in person or through other electronic means of communication.

審核委員會成員可以親身出席方式或以其他電子通訊設備形式參加審核委員會會議。

9. The company secretary shall be the secretary of the Audit Committee. The secretary of the Audit Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Audit Committee.

審核委員會秘書為公司秘書。審核委員會秘書或其未能出席，其代表或任何一位審核委員會會員將出任審核委員會會議秘書。

10. Resolutions of the Audit Committee at any meeting shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.

任何審核委員會的決議如超過兩名委員列席，必須經由大多數列席委員投票贊成才能獲得通過；如列席委員人數只有兩名，則必須一致贊成才能通過。

11. If only 2 members are present in any meeting of the Audit Committee, at least one member must be an independent non-executive Director.

如於任何審核委員會會議中只有兩名會員出席，則至少其中一人為獨立非執行董事。

12. Written resolution may be passed by all members of the Audit Committee.

書面決議案須通過審核委員會之全體成員一致通過。

13. The attendance of members at meetings of the Audit Committee shall be recorded by the Company Secretary and disclosed in the corporate governance report annually.

公司秘書須記錄本委員會會議的出席情況，并在公司的年度企業管治報告中披露。

Frequency of meetings

會議次數

14. Meetings shall be held at least twice a year. The external auditors may request a meeting if they consider necessary.

會議次數應不少於每年兩次。外聘核數師如認為有需要，可要求召開會議。

Authority

權力

15. The Audit Committee is authorised by the Board to investigate activity within its terms of reference. It is authorised to seek any information it requires from any employee of the Company and its subsidiaries and all employees are directed to co-operate with any request made by the Audit Committee.

董事會授權審核委員會按照其職權範圍進行任何調查。審核委員會有權向任何公司及附屬公司的僱員索取任何所需資料，而所有僱員亦獲指示與審核委員會合作，滿足其任何要求。

16. The Audit Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

董事會授權審核委員會向外諮詢法律或其他獨立的專業意見；如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議。

17. The Audit Committee is authorised by the Board to monitor whether the Company's management has, in the performance of its duties, infringed any policies set by the Board or any applicable law, regulation and code (including the GEM Listing Rules and other rules and regulations from time to time prescribed by the Stock Exchange and/or other rules and regulations laid down by the Board or a Committee thereof.

監督本集團之管理層是否履行其職責，是否違反任何董事會制定之政策、任何法律、規定及守則（包括聯交所不時制定之上市規則及其它規則及規章及/或其它由董事會或委員會制定之規則及規章。

18. The Audit Committee is authorised by the Board to report to the Board any suspected frauds or irregularities, failures of internal control or suspected infringement of laws, rules and regulations which come to its attention.

審核委員會應向董事會匯報任何其注意到的懷疑欺詐或違規行為，疏忽之內部監管或涉嫌對法律，規則和規章的違反。

19. The Audit Committee is authorised by the Board to request the Board to convene a shareholders' meeting for purposes of revoking the appointment of any Director and to dismiss any employees if there is evidence showing that the relevant Director and/or employee has failed to discharge his duties properly.

如有證據顯示董事和/或員工有失職行為，則審核委員會可就撤銷任何董事之委任及解僱任何員工之事，要求董事會召開股東大會。

20. The Audit Committee is authorised by the Board to request the Board to take all necessary actions, including convening a special general meeting, to replace and dismiss the auditors of the Company.

要求董事會採取一切必要行動，包括就更換及罷免本集團之核數師召開全體特別會議。

Duties **職務**

21. The duties of the Audit Committee shall be:

審核委員會的職務如下：

Relationship with the Company's auditors

與本公司核數師的關係

(a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;

App.15
C.3.3(a)

主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；

(b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences and ensure co-ordination where more than one audit firm is involved;

App.15
C.3.3(b)

按適用的標準檢討及監察外聘核數是否獨立客觀及核數程序是否有效；審核委員會應於核數師工作開始前先與核數師討論核數性質及範疇及有關申報責任；如有超過一家核數師事務所參與工作，則應確保他們互相協調；

(c) to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

App.15
C.3.3(c)

就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責核數的公司的本土或國際業務的一部分的任何機構。審核委員會應就任何須採取行動或改善的事項向董事會報告並提出建議；

Review of financial information of the Company

審閱本公司的財務資料

- (d) to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and quarterly reports, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the Audit Committee should focus particularly on:

App.15
C.3.3(d)

監察本公司的財務報表以及年度報告及賬目、半年度報告及季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見。審核委員會在向董事會提交有關報表及報告前，應特別針對下列事項加以審閱：

- (i) any changes in accounting policies and practices;
會計政策及實務的任何更改；
- (ii) major judgmental areas;
涉及重要判斷的地方；
- (iii) significant adjustments resulting from audit;
因核數而出現的重大調整；
- (iv) the going concern assumptions and any qualifications;
企業持續經營的假設及任何保留意見；
- (v) compliance with accounting standards; and
是否遵守會計準則；及
- (vi) compliance with the GEM Listing Rules and legal requirements in relation to financial reporting;
是否遵守有關財務申報的《創業板上市規則》及法律規定；

- (e) Regarding (d) above :-
就上述(d)項而言：—

App.15
C.3.3(e)

- (i) members of the Audit Committee should liaise with the Board and senior management and the Audit Committee must meet, at least twice a year, with the Company's auditors; and

審核委員會成員應與董事會及高級管理人員聯絡。審核委員會須至少每年與本公司的核數師開會兩次；及

- (ii) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts, and it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors;

審核委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並應適當考慮任何由本公司屬下會計及財務匯報職員、監察主任或核數師提出的事項；

Oversight of the Company's financial reporting system and internal control procedures

監管本公司財務申報制度及內部監控程序

- (f) to review the Company's financial controls, internal control and risk management systems; App.15
C.3.3(f)

檢討本公司的財務監控、內部監控及風險管理制度；
- (g) to discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function; App.15
C.3.3(g)

與管理層討論內部監控系統，確保管理層已履行職責建立有效的內部監控系統。討論內容應包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足；
- (h) to consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings; App.15
C.3.3(h)

主動或應董事會的委派，就有關內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；
- (i) to discuss problems and reservations arising from the interim and final audits or quarterly review, and any matters the auditor may wish to discuss (in the absence of management where necessary);

與核數師討論在中期及全年或季度帳目審核中出現的問題及存疑之處，以及核數師希望討論的其他事宜(如有需要，可在管理層避席的情況下進行)；

- (j) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response; App.15 C.3.3(k)
- 檢查外聘核數師給予管理層的《審核情況說明函件》、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；
- (k) to review the Company's statement on internal control systems (where one is included in the annual report) prior to endorsement by the Board; App.15 C.3.3(i)
- 如年報載有關於本公司內部監控制度的陳述，則應於提呈董事會審批前先行審閱；
- (l) where an internal audit function exists, to review the internal audit programme, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness; App.15 C.3.3(i)
- 如本公司設有內部審核功能，則應審閱內部核數計劃，須確保內部和外聘核數師的工作得到協調，也須確保內部審核功能在本公司內部有足夠的資源運作，並且享有適當的地位，以及檢討及監察其成效；
- (m) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter; App.15 C.3.3(l)
- 確保董事會及時回應於外聘核數師給予管理層的《審核情況說明函件》中提出的事宜；
- (n) to report to the Board on the matters in the provisions of the terms of reference of the Audit Committee; App.15 C.3.3(m)
- 就審核委員會其職權範圍條文所載的事宜向董事會匯報；
- (o) to review the group's financial and accounting policies and practices; and App.15 C.3.3(j)
- 檢討集團的財務及會計政策及實務；及
- (p) to consider other topics, as defined by the Board. App.15 C.3.3(n)
- 研究其他由董事會界定的課題。

- (q) to report to the Board on the matters in the code provisions as set out in the GEM Listing Rules;
向董事會匯報有關列示於《創業板上市規則》之守則條文有關事項;

Reporting responsibility and procedures

彙報責任及程式

22. Where the Board disagrees with the Audit Committee's view on the selection, appointment, resignation or dismissal of the external auditors, the Company should include in the Corporate Governance Report a statement from the Audit Committee explaining its recommendation and also the reason(s) why the Board has taken a different view.
凡董事會不同意審核委員會對甄選、委任、辭任或罷免外聘核數師事宜的意見，本公司應在《企業管治報告》中列載審核委員會闡述其建議的聲明，以及董事會持不同意見的原因。
App.15
C.3.5
23. Full minutes of Audit Committee meetings should be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of the minutes of the Audit Committee meetings shall be sent to all Audit Committee members for their comment and records within a reasonable time after the meeting.
審核委員會的完整會議紀錄應由正式委任的會議秘書（通常為公司秘書）保存。審核委員會會議紀錄的初稿及最後定稿應在會議後一段合理時間內發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。
App.15
C.3.1
24. The secretary or his representative shall circulate the minutes of meetings and reports of the Audit Committee to all members of the Board.
審核委員會秘書或其代表應將審核委員會的會議記錄及報告向董事會全體成員傳閱。
App 15
D.2.2

The terms of reference of the Audit Committee

審核委員會職責約章

25. The terms of reference of the Audit Committee will be posted on the websites of the Company and the Stock Exchange, and will be made available upon request.
審核委員會的職權範圍應登載於本公司的網站及聯交所網頁上，及在有人要求時，提供有關資料。
App.15
C.3.4
26. The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules, amend, supplement and revoke the provisions of these terms of reference and any resolution passed by the Audit

Committee provided that no amendments to and revocation of the provision of these terms of reference and the resolutions passed by the Audit Committee shall invalidate any prior act and resolution of the Audit Committee which would have been valid if such provisions or resolutions had not been amended or revoked.

根據本公司組織章程細則及《創業板上市規則》，董事會可以修改、補充或廢除本職責約章下之條款、審核委員會通過的關於對本職責約章下之條款不予修訂或廢除之決議、審核委員會通過的可能引致前行為無效之決議、及審核委員會通過的如果此類條款或決議未被修訂或廢除則將有效之決議。

27. The articles of association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable and not inconsistent with the provisions of this terms of reference shall apply, mutatis mutandis, to regulate the meetings and proceedings of the Audit Committee.

本公司組織章程細則中規定的關於董事會會議及程序，如在可適用範圍內，且沒有抵觸本職責約章之條款時，經必要的變通後，應予以適用於審核委員會之會議及程序。

28. The provisions of “A Guide for Effective Audit Committee” published by the Hong Kong Society of Accountants (as it was then known) in February 2002 shall, to the extent not inconsistent with the provisions of this terms of reference, be deemed to be incorporated into these terms of reference, mutatis mutandis.

香港會計公會于 2002 年 2 月（就當是所指稱）發佈的“審核委員會有效運作指引”，如其條款在不與本職責約章之條款抵觸時，經必要的變通後，則將被視為納入本職責約章。

Others

其他事項

29. The chairman of the Audit Committee or in his absence, another member of the Audit Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Audit Committee’s activities and their responsibilities.

App.15
E.1.2

審核委員會的主席，或在該委員會的主席缺席時由另一名審核委員會委員（或如該名委員未能出席，則其適當委任的代表）應出席本公司的股東週年大會並在股東週年大會上回答有關審核委員會的職能及責任的提問。

30. The Audit Committee should be provided with sufficient resources to perform its duties.

App.15
C.3.6

審核委員會應獲供給充足資源以履行其職責。

31. The Audit Committee should:

App.15
C.3.7

審核委員會須：

- a) review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and

檢討本公司設定的以下安排：本公司僱員可在保密的情況下就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注。審核委員會應確保有適當安排，讓本公司對此等事宜作出公平獨立的調查及採取適當行動；及

- b) act as the key representative body for overseeing the Company's relations with the external auditor.

擔任本公司與外聘核數師之間的主要代表，負責監察兩者之間的關係。

32. This Audit Committee should establish a whistleblowing policy and system for employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in confidence, with the Audit Committee about possible improprieties in any matter related to the Company.

App.15
C.3.8

審核委員會應制定舉報政策及系統，讓僱員及其他與本公司有往來者（如客戶及供應商）可在保密的情況下向審核委員會提出其對任何可能關於本公司的不當事宜的關注。

33. These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (eg. The GEM Listing Rules) in Hong Kong.

當香港的情況及法定要求（如《創業板上市規則》）發生改變時，本協議應就此作出更新及修訂。

34. The English text of these terms of reference will prevail over the Chinese text in case of any inconsistency.

本職責約章之中英文版本如有任何歧義，均以英文版為準。